Permit #F00021657

FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00021657 **Type of Permit:** FILMING **Release Date:** 11/05/2009

Production Company BELIEVE MEDIA INC

Insured Company Name BELIEVE MEDIA INC
Contact Phone No. 1 323-645-1000
Contact Phone No. 2
Fax 323-645-1099
Address 1040 N LAS PALMAS
LOS ANGELES, California 90028

Production Title LEXUS

Type of Production Commercial - Standard

Producer SETH LEVIN

Director AGULAR BROTHERS

1st AD PAUL NORMAN

Production Manager MATT ZAAL

FilmL.A. Coordinator Yulizza Ramirez

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Assistant DAVID GOLDEN
Primary Phone Office - 310-801-9899
Secondary Phone

Fees

FILMLA FILM APPLICATION FEE	$625.00
LA CITY DEPT OF REC AND PARKS - FILM USE FEE	$450.00
LA CITY DEPT OF REC AND PARKS PARK MONITOR FEE	$380.00
LA CITY FIRE DEPARTMENT SPOT CHECK SURCHARGE	$85.00

Total Permit Fee $1,540.00

Number of Locations 3

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Summary Information — Location

Location 1 of 3

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Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address 10 Frwy, 110 Frwy, 101 Frwy, Alameda Inclusive (Excluding Freeways), Los Angeles, CA, 90071

Location Names DOWNTOWN GRID

Location Type Street

Location Description Downtown Grid

Film Dates 11/6/2009 - 11/10/2009 00:00 - 00:00

Open or Closed to the Public Open

Generic Conditions
All Vehicles must be parked legally.
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.
Uniformed officers shall have a copy of the film permit in their possession and are required to confirm that all traffic control signage devices are in place.

Equipment on Location

Type	Quantity
Camera cars	2
Picture vehicles	2
Process Trailer	1
Vans	2

Personnel on Location

Type	Quantity
Cast	4
Crew	8
Off-Duty/Retired LAPD Officer(s)	4

Filming Activities Camera in car; Car-to-Car; Drive by; Drive ups & away; Driving shots; Equipment on sidewalk only.; Exterior establishing shots; Handheld equipment; Intermittent pedestrian control; Intermittent traffic control - 2 minutes standard; Process Trailer; Running & tow shots.;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes Must Comply with Attached Downtown Conditions

Parking

Base Camp
Location Type : To Be Determined
Street :

Crew Parking
Location Type : To Be Determined
Street :

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Summary Information — Location

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Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address 2551 Motor Ave., Los Angeles, CA, 90064

Location Names

Location Type Park

Location Description

Film Dates 11/6/2009 - 11/6/2009 05:00 - 14:00

Open or Closed to the Public Open

Generic Conditions
All vehicles must be parked on private property
Must comply with attached Rec & Park Conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Please see attached documents
Cheviot Hills.pdf
Believe Media.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	6
Camera cars	1
Cast/Crew vehicles	45
Condors	2
Cranes	2
Cube Trucks	4
Generator	1
Motor Homes	2
Picture vehicles	15
Portable restrooms	2
Stakebed Trucks	2
Vans	4

Personnel on Location

Type	Quantity
Cast	10
Crew	45
Extras	10

Where are the extras holding? ON PROPERTY

Filming Activities Camera in car; Car-to-Car; Equipment on property; Exterior Dialogue; Exterior establishing shots; Precision driving; Chalk lines in grass area. dress with goal poles.; Driving scenes on round about. ; Picture car against scenery in parking lot and grass area adjacent to round about.;

Jurisdiction **Political:** Los Angeles City - Council District 05 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Coordinator Note NO ACTIVITY WITHIN 300' OF RESIDENTIAL BUILDINGS PRIOR TO 0700 HRS WITHOUT COMMUNITY SURVEY

Parking **Base Camp** **Crew Parking**

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Summary Information

Location

Permit Number F00021657
Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Type : Location
Street :

Location Type : Location
Street :

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Summary Information — Location

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Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address 747 Warehouse St, Los Angeles, CA, 90021

Location Names

Location Type Warehouse

Location Description

Film Dates 11/6/2009 - 11/6/2009 08:00 - 00:00

Open or Closed to the Public Closed

Generic Conditions
All vehicles must be parked on private property
Must comply with attached conditions
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Please see attached document Downtown LA July 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	6
Beebe light/Nite sun	1
Cast/Crew vehicles	45
Condors	2
Cranes	2
Cube Trucks	4
Generator	1
Motor Homes	2
Picture vehicles	10
Portable restrooms	2
Stakebed Trucks	2
Vans	4

Personnel on Location

Type	Quantity
Cast	15
Crew	45
Extras	10

Where are the extras holding? ON PROPERTY

Filming Activities Atmospheric Smoke Effects; Exterior Dialogue; Exterior establishing shots; Precision driving; All filming and parking on property; Dress location to simulate a construction site.; Driving on property.;

Jurisdiction **Political:** Los Angeles City - Council District 14 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Parking

Base Camp
Location Type : Location
Street :

Crew Parking
Location Type : Location
Street :

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PARK FILM OFFICE
City of Los Angeles, Department of Recreation and Parks
4730 Crystal Springs Drive, (Mail Stop 664)
Los Angeles, California 90027
Telephone: (323) 644-6220 Fax: (213) 847-6056

Film Production Guidelines

Failure to comply with these conditions will be in violation of your film permit and may result in revocation of permit.

- NO vehicles or heavy equipment allowed on turf.
- MUST remove all self-generated trash. Use of City dumpsters or trashcans is prohibited.
- MUST work around park activities. NO exclusive use of park.
- MAY NOT block service roads, driveways, or parking lot access.
- MAY NOT park in handicap or electric vehicle parking stalls.
- NO alterations to park property unless otherwise approved by PFO.
- Company must provide own gate security.
- NO staking or drilling into turf, rocks, trees, or asphalted areas unless approved by Park Film Office.
- MUST use water barrels or sandbags for tent set-up.
- MUST provide own restroom facilities.
- MUST restore alterations or damages to original or better.
- Smoking is only allowed in designated areas specified by a Park Film Monitor or Fire Marshall.
- If no monitor or Fire Marshall is assigned; there will be no smoking with the exception of an actor smoking while performing or a part of the scene.
- The designated smoking area may not be near any patron activity or facility. Large sand or water filled buckets must be placed in this area for disposal of tobacco products.
- The designated area may be revoked or not allowed at all depending on weather and location conditions.
- Failure to comply with these smoking guidelines may result in a fine.
- MUST adhere to Monitors instructions at all times. Monitor's instructions or judgment may override written guidelines.

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BELIEVE MEDIA – LEXUS
(CHEVIOT HILLS)

- OK to use up to half of parking closest to picnic area #2 for working trucks.
- OK to basecamp and park in the North East parking lot only.
- Must leave spaces closest to the ball fields for the patrons.
- Must maintain access thru parking lot at all times. May not block or park in the center driving lanes. May not block any driveways.
- Must allow all cars to be able to pass thru the parking lot.
- May not park even to un/load, in any curb area painted red.
- May not park on service road leading to back maintenance yard due to too much employee activity throughout the day.
- OK to chalk grassy area closest to the first come first serve picnic area to make it look like a soccer field.
- Must use biodegradable paint to chalk grass.
- OK to camouflage existing fence for picture.
- OK to film car in parking lot.

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BELIEVE MEDIA – LEXUS
(CHEVIOT HILLS)

NO PERMIT

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APPOINTMENT OF FILM THIS PRODUCTION SERVICES, INC. AS AUTHORIZED AGENT AND REPRESENTATIVE

I certify that I am a representative of Believe Media ("Principal") and am
Name of "Principal" / Production Company
authorized to enter into binding contractual agreements on Principal's behalf. I further certify that I am authorized by principal to appoint other representatives and agents for Principal and to give such representatives and agents authority to enter into and bind Principal to agreements relating to the issuance and compliance with location film (e.g. theatrical, television, commercial, and other motion picture filming) and still photographic permits, including the permits themselves and any riders to such permits. Acting on the behalf of Principal in my capacity as it's authorized representative, I appoint Film This Production Services, Inc. (a.k.a. Film This) and it's employees and agents ("Film This") as Principal's authorized representatives and agents to apply for and receive location film (e.g. theatrical, television, commercial, and other motion picture filming) and still photographic permits on behalf of Principal through the *FILM L.A., INC.* for any city , county or other jurisdiction where *FILM L.A., INC.* operates: to negotiate, discuss, accept, modify, agree to bind the Principal to the terms and conditions of such permits (including any restrictions and/or community guidelines applicable to any such permit) and to execute such permits on behalf of Principal. Principal understands, acknowledges and agrees that it (and/or it's insurer) remains responsible for liable and all obligations imposed by or incidental to any permit or rider issued to Principal signed by an employee or agent of (including any coordinator, runner or messenger used by) Film This. Principal further agrees to comply with the terms and conditions of any such permits and hereby appoints Film This as an authorized representative to facilitate compliance with such terms and conditions following issuance of such permits and to enter into agreements for Principal with respect thereto. Any person, City, agency, entity or organization (including *FILM L.A., INC.* and any city, county or other jurisdiction where *FILM L.A., INC.* operates) may rely on this appointment and not need obtain any further authorization for any act described herein. An original or faxed copy of this appointment shall be sufficient and may be treated as an original for all purposes. The appointment may be revoked by Principal at anytime in writing delivered to *FILM L.A., INC.*, but in any case shall expire one (1) year from the date of execution set forth below.

I declare under penalty of perjury under the laws of the State of California that I am authorized to appoint Film This as an agent for Principal and based on that authority I hereby appoint Film This as Principal's agent as set forth herein.

Dated 4/7/09

By Mike O'Connor
Representative's Signature

SIGN HERE

BELIEVE MEDIA
Name of "Principal" (Production Company)

1040 N. Las Palmas Ave, Bldg 10
Principal's Address

MICHAEL O'CONNOR
Print Princpal Representative's Name

L.A., CA 90038
City, State, Zip Code

Production Supervisor
Representative's Title (i.e. UPM, Loc Mgr)

(323) 645-1000
Principal's Telephone Number

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SPECIAL FILMING CONDITIONS
RESIDENTIAL/COMMERCIAL AREAS OF
DOWNTOWN METROPOLITAN LOS ANGELES

The Special Filming Conditions described below will be included in the terms and conditions of permits issued for filming in this area and are in addition to the standard terms and conditions applicable to filming permits generally. While these Special Filming Conditions will be included as terms if a permit for filming in this area is issued, they are not intended to, and do not, establish the criteria or standards for determining whether or not a particular permit (or permits) will be issued for this area. The decision whether or not a particular permit (or permits) will be issued is vested in the discretion of the appropriate City or County department or their designees (including FilmL.A., Inc.), to be exercised consistent with public health, safety and general welfare, and applicable land-use ordinances.

The Downtown Los Angeles Central Business District is occupied by commercial/industrial businesses, as well as residential properties. There are also many popular hotels in the downtown area frequented by visitors taking advantage of our city's cultural, historical and recreational venues.

In order to better balance the concerns of business/commerce and provide for the residential aspects of this area of Los Angeles, FilmL.A. has developed the following Special Filming Conditions. Your cooperation in adhering to the Conditions will ensure the industry's continued access to these vitally important filming sites.

NOTE: THE FOLLOWING SPECIAL FILMING CONDITIONS DO NOT APPLY TO THOSE AREAS ZONED AS "LIGHT MANUFACTURING/PARKING" OR "HEAVY MANUFACTURING".

- **All filming activities (including parking of production equipment, cast/crew parking, catering, and preparation/strike) within 200 feet of any residential building (including hotels) are not permitted between the hours of 10 p.m. and 7 a.m. unless first approved by FilmL.A.** through the approved Filming Survey procedure and indicated on the permit.

- **Low level helicopter activity within ½ of a mile of residential buildings and taking place between the hours of 10:00 p.m. and 7:00 a.m. will not be allowed.**

- **All low-flying helicopter work in the vicinity of buildings, especially residential structures, requires the Federal Aviation Administration (FAA) reviewed and accepted plan of activities also to be filed with FilmL.A.**

- **Notification of the representatives of residents, merchants and businesses within 500 feet of all filming activities should be done 48 hours in advance of filming or substantial prep work, time permitting.** Additional notification beyond a distance of 500 feet may be required for permits requesting extraordinary filming activities, to be determined by FilmL.A.

- **Due to the congestion from normal commuter traffic, Intermittent Traffic Control (ITC) is generally not permitted on weekdays between the hours of 7:00 a.m. - 9:00 a.m. and 3:00 p.m. - 7:00 p.m.**

- **Production companies are required to completely remove all trash, food, cardboard boxes, etc.** from the general vicinity at the end of each filming day. Food should **NOT** be given directly to the homeless persons in the area; if a production company wishes to donate food, it

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should be delivered to missions or groups in the area which are designated and sanctioned to distribute food and other supplies to the homeless. Production companies will be held responsible for the actions of catering companies contracted to provide food for cast and crew.

- **All of the Special Conditions referenced herein apply to filming in or near the 2nd and 3rd Street tunnels.** All filming activities within the tunnels between the hours of 10:00 p.m. and 7:00 a.m. must be contained to areas at least 100 feet from tunnel openings, unless signature approval is obtained from affected residential buildings near the tunnel entrances, and indicated on the permit. The activities may not be audible beyond tunnel openings, and lighting may not illuminate or affect any nearby buildings.

In addition to the conditions referenced above, production companies must adhere to the following conditions when filming on Lower Grand Avenue between General Thaddeus Kosciusko (GTK) Way and 4th Street:

- **The walls of Lower Grand Avenue are private property** and may not be dressed, painted, or used in any way unless permission is granted by the representative of the affected property. The following are the names and phone numbers of the most affected building representatives:

o Museum of Contemporary Art (MOCA)	Cari Stafford	213.621.2766
o One California Plaza, (Maguire Properties)	Natalie Park	213.687.2284
o Two California Plaza, (Maguire Properties)	Natalie Park	213.687.2284
o Wells Fargo Center (Maguire Properties)	Holly Mattan	213.253.4297
o Omni Hotel	Dan Pietrowski	213.617.3300
o Museum Tower & Grande Promenade	Aaron Bazile	213.229.9777
o Angelus Plaza	Joan Marke	213.623.4352

- **Blocking of loading docks or parking garage entrances and exits is strictly prohibited.**

- **No special effects, including smoke, steam or fog may occur on Lower Grand Avenue** without first obtaining clearance from the appropriate building contacts and maintenance engineers. Contact must be made at least **48 hours prior** to the proposed effect(s) unless appropriate, prior notifications to designated property management representatives have been made.

- **Generators may not be placed on the enclosed portion of Lower Grand Avenue. Suggested areas for generator placement are:**

1. the curb lane of 4th Street at least 200 ft east of Lower Grand Avenue;
2. the curb lane of 4th Street west of Lower Grand Avenue beyond the left turn lane; or
3. the center of Lower Grand Avenue directly under the openings to Upper Grand Avenue.

- **Companies must obtain property contact approval prior to covering or removing any building signage** and must replace removed/covered signs with temporary signage similar to the originals. If directional or street signage is removed, the production company must provide **complete directional signage** in the surrounding area, with emphasis on alternate parking entrances and exits. **Street signs may only be removed with FilmL.A. approval.**

- **Any filming activities requested and approved with less than 48-hour notification may not interfere with other ongoing activities in the area.**

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